

RECORDATION NO. 20041-J FILE

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

August 4, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Pledge Agreement (1996-A), dated as of July 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents being filed concurrently herewith under Recordation Number 20041-F, et seq.

The names and addresses of the parties to the enclosed document are:

Pledgee: SCRRRA Rail Statutory Trust 1996-A  
c/o U.S Bank National Association  
Goodwin Square  
225 Asylum Street  
Hartford, CT 06103

Pledgor: Southern California Regional Rail Authority  
700 South Flower Street  
Suite 2600  
Los Angeles, CA 90017

Mr. Vernon A. Williams  
August 4, 2003  
Page Two

A description of the railroad equipment covered by the enclosed document is:

bearing SCRRA reporting marks and road numbers as follows:

30 Cab cars:	601 – 631 (except 608);
62 Coach cars:	101 – 163 (except 113)

A short summary of the document to appear in the index is:

Memorandum of Equipment Pledge Agreement (1996-A)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF EQUIPMENT PLEDGE AGREEMENT  
(1996-A)**

Memorandum of Equipment Pledge Agreement (1996-A), dated as of July 30, 2003 between **SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY**, as Pledgor (the "**Pledgor**"), and **SCRRA RAIL STATUTORY TRUST 1996-A**, a Connecticut statutory trust, as the Pledgee (the "**Pledgee**").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Pledge Agreement (1996-A), dated as of July 30, 2003, whereby in consideration of certain covenants and obligations, the Pledgor has granted a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Pledgor's interest in certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

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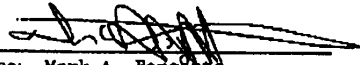
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Equipment Pledge Agreement (1996-A) to be duly executed by its authorized officer on the day and year first above written.

## SCRR RAIL STATUTORY TRUST 1996-A

By: State Street Bank and Trust Company of  
Connecticut, National Association, not in its  
individual capacity, but solely as Trustee


By:   
Name: Mark A. Forgetta  
Title: Authorized Signatory

## ACKNOWLEDGEMENT

STATE OF **CONNECTICUT**  
COUNTY OF **HARTFORD** ) ss.

On July 30, 2003, before me, Lisa A. Graham personally came Mark A. Forgetta, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

  
Lisa A. Graham  
Notary Public

My commission expires on 11/30, 2003

**LISA A. GRAHAM**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES 11/30/2003

SOUTHERN CALIFORNIA REGIONAL RAIL  
AUTHORITY

By: [Signature]  
Name: DAVID SOLOW  
Title:

ACKNOWLEDGEMENT

STATE OF California )  
COUNTY OF Los Angeles ) ss.

On July 31, 2003, before me Carrie M. Bates, Notary Public, personally came David Solow personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Carrie M. Bates, Notary Public  
Notary Public

My commission expires on December 14, 2005

**EXHIBIT A**  
**DESCRIPTION OF RAILCARS**

**CAB CARS**  
**SERIAL NUMBER**

601  
602  
603  
604  
605  
606  
607  
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610  
611  
612  
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616  
617  
618  
619  
620  
621  
622  
623  
624  
625  
626  
627  
628  
629  
630  
631

**COACH CARS**  
**SERIAL NUMBER**

101  
102  
103  
104  
105  
106  
107  
108  
109  
110  
111  
112  
114  
115  
116  
117  
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142

**COACH CARS**  
**SERIAL NUMBER**

143  
144  
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163



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

8/4/03



\_\_\_\_\_  
Robert W. Alvord